

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF TEXAS  
EL PASO DIVISION**

In re WESTERN REFINING, INC.  
STOCKHOLDER LITIGATION

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Lead Case No. 3:17-cv-00002

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This Document Relates To:

ALL ACTIONS

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**DECLARATION OF HARREL L. DAVIS III IN SUPPORT OF  
WESTERN REFINING INC.'S RESPONSE IN OPPOSITION TO  
PLAINTIFFS' REQUEST FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES**

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I, Harrel L. Davis III, Esq., declare as follows:

I am admitted to practice before this Court and I am a partner of the law firm of GORDON DAVIS JOHNSON & SHANE P.C., which represents Defendants Western Refining, Inc., Paul Foster, Sigmund Cornelius, Frederick Francis, Robert Hassler, Brian Hogan, Jeff Stevens, and Scott Weaver in the above-captioned matter.

Attached to this declaration submitted in support of Western Refining Inc.'s Response in Opposition to Plaintiffs' Request for an Award of Attorneys' Fees and Expenses are true and correct copies of the following documents:

1. A summary chart containing a comparison of the Operative Complaint's allegations with the SEC's comments, and the changes made by Western Refining and Tesoro Corporation to the S-4 Registration Statement. A true and correct copy is attached as Exhibit A.
2. Letter dated January 10, 2017, from Loan Lauren P. Nguyen, Legal Branch Chief, Office of Natural Resources at the Securities and Exchange Commission, to Tesoro Corporation and Western Refining, providing the SEC's comments on the S-4 Registration Statement. A true and correct copy is attached as Exhibit B.
3. Letter dated January 18, 2017, from Kim Rucker, General Counsel of Tesoro Corporation, to Loan Lauren P. Nguyen, Legal Branch Chief, Office of Natural

Resources at the Securities and Exchange Commission, responding to the SEC's Jan. 10, 2017 comments. A true and correct copy is attached as Exhibit C.

4. Letter dated January 30, 2017, from Loan Lauren P. Nguyen, Legal Branch Chief, Office of Natural Resources at the Securities and Exchange Commission, to Tesoro Corporation and Western Refining, providing the SEC's comments on the S-4 Registration Statement. A true and correct copy is attached as Exhibit D.
5. Letter dated February 6, 2017, from Kim Rucker, General Counsel of Tesoro Corporation, to Loan Lauren P. Nguyen, Legal Branch Chief, Office of Natural Resources at the Securities and Exchange Commission, responding to the SEC's Jan. 30, 2017 comments. A true and correct copy is attached as Exhibit E.
6. Redline comparison of *Vasan v. Foster*, the first complaint filed, with *Miller v. Foster*, the second complaint filed. Additions and deletions indicate changes made in the *Miller* complaint. A comparison of true and correct copies of each complaint is attached as Exhibit F.
7. Affidavit of Harrel L. Davis, dated May 3, 2017. A true and correct copy is attached as Exhibit G.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 3, 2017

/s/ Harrel L. Davis  
Harrel L. Davis III

**CERTIFICATE OF SERVICE**

I hereby certify that on May 3, 2017, I electronically filed the foregoing Declaration with the Clerk of Court using the CM/ECF system, which will send a notice of electronic filing to all counsel of record who have consented to electronic notification. I further certify that I mailed the foregoing document and the notice of electronic filing by first-class to all non-CM/ECF participants.

/s/ Harrel L. Davis III

Harrel L. Davis III